

THE FAIRFAX GROUP, LTD.

MANAGEMENT CONSULTANTS

Suite 650
3141 Fairview Drive
Falls Church, VA 22042
703-297-0600
703-560-1311 Fax
201088 Fairfax VA UR Telex

MANAGEMENT CONSULTANTS

New York Office
505 Park Avenue
New York, NY 10022
212-935-4040
212-935-4040 Fax

October 27, 1994

Qualification/Tax Lien Sec.
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed please find the appropriate forms and a check in the amount of \$70.00 to register The Fairfax Group, Ltd. as a foreign corporation with authorization to transact business in Florida.

If you have any questions or need additional information, please do not hesitate to contact me in the Virginia office. Thank you for your attention to this application.

Sincerely,

Dawn Adkins
Dawn Adkins
Client Service Representative

Enclosures as stated

SECRETARY OF STATE
DEPARTMENT OF STATE
WASH. D. C. 20520
55 JUN 27 1962 20

Wool 300g



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

November 2, 1994

THE FAIRFAX GROUP, LTD.
% DAWN ADKINS
3141 FAIRVIEW PARK DR., SUITE 850
FALLS CHURCH, VA 22042

SUBJECT: THE FAIRFAX GROUP, LTD.
Ref. Number: W94000023702

We have received your document for THE FAIRFAX GROUP, LTD. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Number 6 of the application must be completed. If the corporation has not transacted business or conducted its affairs in Florida because it has not received confirmation from this office, please insert the words "upon qualification" in lieu of a date.

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the CORPORATE SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6094.

Steven Harris
Corporate Specialist

Letter Number: 994A00048106

10/12/94
Div. of Corporations
File

TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

SUBJECT: The Fairfax Group, Ltd.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Dawn Adkins
(Name of Person)
The Fairfax Grot, Ltd.
(Firm/Company)
Suite 850, 3141 Fairview Park Drive
(Address)
Falls Church, Virginia 22042
(City, State and Zip Code)

55 JUN 27 PM/12:28
DIVISION OF CORPORATIONS
QUALIFICATION/TAX LIEN SECTION
SECURE FILED

Should you need to call someone concerning this matter, please call:

Dawn Adkins at (703) 207-0600.
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

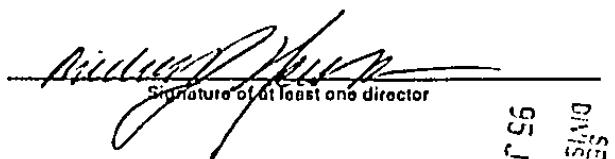
Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Michael J. Herabman, do hereby certify that this Resolution of the Board of Directors of The Fairfax Group, Ltd., a corporation duly organized and existing under the laws of the State of Virginia, was duly adopted on January 18, 19 95.

Resolved, that The Fairfax Group, Ltd., organized and existing in the State of Virginia, hereby adopts the name Fairfax Consultants, Inc. for use in Florida.

Dated: 1/21/94


Signature of at least one director

SECRETARIAL FILE
65 JUN 27 1994
FBI - TAMPA

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:*

1. The Fairfax Group, Ltd.

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Virginia 3. 54-1236252
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. May 17, 1983 5. N/A
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. Suite 850, 3141 Fairview Park Drive

Falls Church, Virginia 22042
(Current mailing address)

8. Private Investigative Agency & Security Agency

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301 (Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Mary T. Flowers

(Registered agent's signature)

Mary T. Flowers, Authorized Service Representative

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

SEARCHED
INDEXED
FILED
SERIALIZED
JUN 27 1983
FLORIDA
DEPARTMENT OF STATE
TALLAHASSEE

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Michael J. Hershman

Address: 600 Deerfield Pond Court
Great Falls, Virginia 22066

Vice President: Gordon Andrew McKay

Address: 2964 Palmer Street
Oakton, Virginia 22124-2626

Secretary: Gordon Andrew McKay

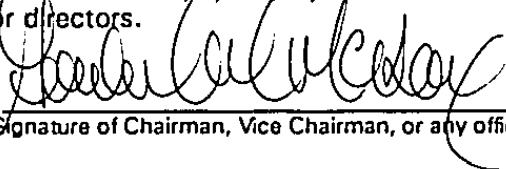
Address: 2964 Palmer Street
Oakton, Virginia 22124-2626

Treasurer: Michael J. Hershman

Address: 600 Deerfield Pond Court
Great Falls, Virginia 22066

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.


(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

Gordon Andrew McKay, Executive Vice President and Secretary
(Typed or printed name and capacity of person signing application)

55-31127-511228
SEARCHED
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FILED
FEB 21 1975
FBI - WASHINGTON

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

THE FAIRFAX GROUP, LTD. is a corporation existing under and by virtue of the laws of Virginia, and is in good standing.

The date of incorporation is May 17, 1983.

Nothing more is hereby certified.

Printed on 95/10/27 at 12:26
by SECER-FBI/DOJ/DOA/DOJ/DOA



Signed and Sealed at Richmond
on this Date: October 05, 1994

William J. Bridge
William J. Bridge, Clerk of the Commission